

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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NFL PROPERTIES LLC,

Plaintiff,

Case No. 1:17-cv-09190-GHW

-against-

ZEIKOS, INC.,

**ANSWER AND AFFIRMATIVE
DEFENSES WITH
JURY DEMAND**

Defendant.

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Defendant, by its attorneys, Oved & Oved LLP, answers Plaintiff's complaint in this action (the "Complaint"), upon information and belief, as follows:

1. Denies the allegations contained in paragraph 1 of the Complaint, except admits that Plaintiff purports to assert the claims set forth therein, but specifically denies that Defendant is liable on any of those claims, and refers to the document referred to therein for the true and complete contents thereof.

2. Defendant denies the allegations contained in paragraph 2 of the Complaint.

3. Denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 3 of the Complaint.

4. Denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 4 of the Complaint.

5. The allegations in paragraph 5 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 5 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

6. The allegations in paragraph 6 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant

denies the allegations contained in paragraph 6 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

7. Denies the allegations contained in paragraph 7 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

8. Denies the allegations contained in paragraph 8 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

9. The allegations in paragraph 9 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 9 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

10. The allegations in paragraph 10 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 10 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

11. The allegations in paragraph 11 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 11 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

12. The allegations in paragraph 12 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 12 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

13. The allegations in paragraph 13 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 13 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

14. The allegations in paragraph 14 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 14 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

15. The allegations in paragraph 15 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 15 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

16. The allegations in paragraph 16 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 16 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

17. Defendant denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 17 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

18. The allegations in paragraph 18 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 18 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

19. The allegations in paragraph 19 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 19 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

20. The allegations in paragraph 20 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 20 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

21. The allegations in paragraph 21 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 21 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

22. The allegations in paragraph 22 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 22 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

23. Denies the allegations contained in paragraph 23 of the Complaint.

24. The allegations in paragraph 24 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 24 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

25. The allegations in paragraph 25 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant

denies the allegations contained in paragraph 25 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

26. The allegations in paragraph 26 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 26 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

27. The allegations in paragraph 27 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 27 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

28. The allegations in paragraph 28 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 28 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

29. The allegations in paragraph 29 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 29 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

30. The allegations in paragraph 30 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 30 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

31. Denies the allegations contained in paragraph 31 of the Complaint.

32. The allegations in paragraph 32 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 32 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

33. The allegations in paragraph 33 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 33 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

34. Denies the allegations of breach, and on that basis, denies the allegations contained in paragraph 34 of the Complaint.

35. Denies the allegations contained in paragraph 35 of the Complaint.

36. Denies the allegations contained in paragraph 36 of the Complaint.

37. Denies the allegations contained in paragraph 37 of the Complaint.

38. Denies the allegations contained in paragraph 38 of the Complaint.

39. Denies the allegations contained in paragraph 39 of the Complaint.

40. The allegations in paragraph 40 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations of breach and, on that basis, denies the allegations contained in paragraph 40 of the Complaint, except refers to the documents referred to therein for the true and complete contents thereof.

41. Denies the allegations contained in paragraph 41 of the Complaint.

42. Denies the allegations contained in paragraph 42 of the Complaint.

43. Denies the allegations contained in paragraph 43 of the Complaint.

44. Denies the allegations contained in paragraph 44 of the Complaint.

45. Denies the allegations contained in paragraph 45 of the Complaint.

46. Denies the allegations contained in paragraph 46 of the Complaint.

47. Repeats and realleges each and every admission, denial and statement in response to those paragraphs of the Complaint referred to in paragraph 47 thereof as though fully set forth herein.

48. The allegations in paragraph 48 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 48 of the Complaint.

49. Denies the allegations contained in paragraph 49 of the Complaint.

50. Denies the allegations contained in paragraph 50 of the Complaint.

51. Denies the allegations contained in paragraph 51 of the Complaint.

52. Repeats and realleges each and every admission, denial and statement in response to those paragraphs of the Complaint referred to in paragraph 52 thereof as though fully set forth herein.

53. Denies the allegations contained in paragraph 53 of the Complaint.

54. Denies the allegations contained in paragraph 54 of the Complaint.

55. Denies the allegations contained in paragraph 55 of the Complaint.

56. Repeats and realleges each and every admission, denial and statement in response to those paragraphs of the Complaint referred to in paragraph 56 thereof as though fully set forth herein.

57. The allegations in paragraph 57 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant

denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 57 of the Complaint.

58. The allegations in paragraph 58 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 58 of the Complaint.

59. The allegations in paragraph 59 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 59 of the Complaint, and refers to the statutory provision cited therein for the true and complete contents thereof.

60. Denies the allegations contained in paragraph 60 of the Complaint.

61. The allegations in paragraph 61 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 61 of the Complaint, and refers to the statutory provision cited therein for the true and complete contents thereof.

62. Denies the allegations contained in paragraph 62 of the Complaint.

63. The allegations in paragraph 63 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 63 of the Complaint, and refers to the statutory provision cited therein for the true and complete contents thereof.

64. Denies the allegations contained in paragraph 64 of the Complaint.

65. Denies the allegations contained in paragraph 65 of the Complaint.

66. Denies the allegations contained in paragraph 66 of the Complaint.

67. Denies the allegations contained in paragraph 67 of the Complaint.

68. Denies the allegations contained in paragraph 68 of the Complaint.

69. Denies the allegations contained in paragraph 69 of the Complaint.

70. Denies the allegations contained in paragraph 70 of the Complaint.

71. Denies the allegations contained in paragraph 71 of the Complaint.

72. Denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 72 of the Complaint.

73. Repeats and realleges each and every admission, denial and statement in response to those paragraphs of the Complaint referred to in paragraph 73 thereof as though fully set forth herein.

74. The allegations in paragraph 74 of the Complaint contain conclusions of law and, therefore, no response is required. To the extent a response is deemed necessary, Defendant denies the allegations contained in paragraph 74 of the Complaint, except refers to the document referred to therein for the true and complete contents thereof.

75. Denies the allegations contained in paragraph 75 of the Complaint.

76. Denies the allegations contained in paragraph 76 of the Complaint.

77. Repeats and realleges each and every admission, denial and statement in response to those paragraphs of the Complaint referred to in paragraph 77 thereof as though fully set forth herein.

78. Denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 78 of the Complaint.

79. Denies the allegations contained in paragraph 79 of the Complaint.

80. Denies the allegations contained in paragraph 80 of the Complaint.

81. Denies the allegations contained in paragraph 81 of the Complaint.

82. Denies knowledge and information sufficient to form a belief as to the allegations contained in paragraph 82 of the Complaint.

83. Denies each and every allegation set forth in the so-called “WHEREFORE” paragraph, and specifically denies that Plaintiff is entitled to the relief stated therein or any other relief against the Defendant.

84. Denies each and every other allegation contained in the Complaint not expressly admitted in this Answer.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

Plaintiff fails to state a cause of action for which relief may be granted.

SECOND AFFIRMATIVE DEFENSE

Plaintiff’s claims are barred by documentary evidence.

THIRD AFFIRMATIVE DEFENSE

Plaintiff fraudulently induced Defendant into executing the license agreement.

FOURTH AFFIRMATIVE DEFENSE

Plaintiff tortiously interfered with Defendant’s performance under the license agreement.

FIFTH AFFIRMATIVE DEFENSE

The license agreement is not a valid and binding contract.

SIXTH AFFIRMATIVE DEFENSE

Plaintiff's claims are barred by the doctrine of mistake, frustration of purpose, impossibility, modification and/or novation.

SEVENTH AFFIRMATIVE DEFENSE

Plaintiff's claims are barred to the extent of Plaintiff's fraud, bad faith, misrepresentations, and/or unclean hands.

EIGHTH AFFIRMATIVE DEFENSE

Plaintiff's claims are barred by the doctrines of waiver, estoppel, and/or laches.

NINETH AFFIRMATIVE DEFENSE

Plaintiff's alleged injuries and/or damages, its entitlement to which being expressly denied, were caused by Plaintiff's own actions, omissions or conduct.

TENTH AFFIRMATIVE DEFENSE

Plaintiff's claims are barred by the doctrine of unconscionability.

ELEVENTH AFFIRMATIVE DEFENSE

Plaintiff's claims are barred by the implied covenant of good faith and fair dealing.

TWELVTH AFFIRMATIVE DEFENSE

Defendant has not engaged in any willful or improper conduct against Plaintiff.

RESERVATION OF RIGHTS

Defendant gives notice that it intends to rely on any additional affirmative defenses that become available or apparent during discovery and thus reserves the right to amend this Answer to assert such additional defenses.

WHEREFORE, Defendant hereby demands a trial by jury and requests that the Court grant the following relief:

- (i) A dismissal of the Complaint with prejudice;
- (ii) An award to Defendant for its costs and disbursements incurred in this suit;
- (iii) An award to Defendant for its attorneys' fees; and
- (iv) Any other and further relief the Court deems just and proper.

Dated: New York, New York
February 23, 2018

Respectfully submitted,

OVED & OVED LLP

By: /s/ Michael Kwon
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